

# EXHIBIT 19



**CITY OF CHICAGO**  
**ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT**  
**Related to Contract/Amendment/Solicitation**  
**EDS # 35362**

**SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

Redflex Traffic Systems, Inc

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

the Applicant

B. Business address of the Disclosing Party:

23751 North 23rd Avenue  
Suite 150  
Phoenix, AZ 85085  
United States

C. Telephone:

623-207-2131

Fax:

D. Name of contact person:

Tamara Dietrich

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains:

DIGITAL AUTOMATED RED LIGHT ENFORCEMENT PROGRAM [DARLEP]  
INSTALLATION, MAINTENANCE & OPERATIONAL SUPPORT

Which City agency or department is requesting this EDS?

DEPT OF PROCUREMENT SERVICES

Specification Number

57755

Contract (PO) Number

16396

Revision Number

Release Number

User Department Project Number

## **SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

### **A. NATURE OF THE DISCLOSING PARTY**

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

Yes

### **B. DISCLOSING PARTY IS A LEGAL ENTITY:**

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

<b>Officer/Director:</b>	Ms. Karen Finley
<b>Title:</b>	CEO / President
<b>Role:</b>	Both
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<b>Officer/Director:</b>	Mr. Andrejs K Bunkse
<b>Title:</b>	General Counsel / Secretary
<b>Role:</b>	Officer
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<b>Officer/Director:</b>	Mr. Sean Nolen
<b>Title:</b>	CFO / Treasurer
<b>Role:</b>	Officer
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<b>Officer/Director:</b>	Mr. Ron Johnson
<b>Title:</b>	Director
<b>Role:</b>	Director
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<b>Officer/Director:</b>	Mr. Robert DeVincenzi
<b>Title:</b>	Director
<b>Role:</b>	Director
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## 2. Ownership Information

Please provide ownership information concerning each person or entity having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Pursuant to Section 2-154-030 of the Municipal code of Chicago, the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

- Redflex Holdings, LTD - 100% - EDS 35363
  - Thorney Holdings PTY, Ltd - 7.59% - EDS 37466
  - Ms. Elizabeth Cooper - 9.91%
  - Investaco Pty, LTD - 7.93% - EDS 40633

## Owner Details

Name	Address
Investaco Pty, LTD	13 McKenna Road Glen Waverley, Victoria 3150 Australia
Ms. Elizabeth Cooper	23751 North 23rd Avenue Suite 150 Phoenix, AZ 85085 United States
Redflex Holdings, LTD	31 Market Street South Melbourne, Victoria 3205 Australia
Thorney Holdings PTY, Ltd	55 Collins Street Level 39 Melbourne, Victoria 3000 Australia

### **SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS**

Has the Disclosing Party had a "business relationship," as defined in [Chapter 2-156 of the Municipal Code](#), with any City elected official in the 12 months before the date this EDS is signed?

No

### **SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES**

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or

entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

1. Has the Disclosing Party retained any legal entities in connection with the Matter?

Yes

2. List below the names of all legal entities which are retained parties.

**Name:** William Filan & Associates  
**Anticipated/Retained:** Retained  
**Business Address:** 321 North Clark Street  
 Chicago, IL 60610 United States  
**Relationship:** Lobbyist  
**Fees (\$\$ or %):** \$5,000/mo  
**Estimated/Paid:** Paid

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**Name:** City Lights  
**Anticipated/Retained:** Retained  
**Business Address:** 5261 W Harrison Street  
 Chicago, IL 60611 United States  
**Relationship:** Subcontractor - MWDBE  
**Fees (\$\$ or %):** \$23,000 per system  
**Estimated/Paid:** Estimated

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**Name:** Eletronic Resource Management  
**Anticipated/Retained:** Retained  
**Business Address:** 703 Childs Street  
 Wheaton, IL 60187 United States  
**Relationship:** Subcontractor - MWDBE  
**Fees (\$\$ or %):** \$1,000 per system

<b>Estimated/Paid:</b>	Estimated
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<b>Name:</b>	Milhouse Engineering and Construction
<b>Anticipated/ Retained:</b>	Retained
<b>Business Address:</b>	60 East Van Buren Street Chicago, IL 60605 United States
<b>Relationship:</b>	Subcontractor - MWDBE
<b>Fees (\$\$ or %):</b>	\$ 2,000 per intersection
<b>Estimated/Paid:</b>	Estimated
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<b>Name:</b>	Evergreen Supply Company
<b>Anticipated/ Retained:</b>	Retained
<b>Business Address:</b>	9901 South Torrence Avenue Chicago, IL 60617 United States
<b>Relationship:</b>	Subcontractor - MWDBE
<b>Fees (\$\$ or %):</b>	\$5,000 per system
<b>Estimated/Paid:</b>	Estimated
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<b>Name:</b>	BPS Staffing
<b>Anticipated/ Retained:</b>	Retained
<b>Business Address:</b>	134 N LaSalle Ste 1125 Chicago, IL 60601 United States
<b>Relationship:</b>	Subcontractor - MWDBE
<b>Fees (\$\$ or %):</b>	\$17.30 per hr/per employee
<b>Estimated/Paid:</b>	Estimated
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<b>Name:</b>	We're Cleaning, Inc
<b>Anticipated/ Retained:</b>	Retained
<b>Business Address:</b>	4505 South Indiana Chicago, IL 60653 United States
<b>Relationship:</b>	Subcontractor - MWDBE
<b>Fees</b>	\$100 / visit

(\$\$ or %):

Estimated/Paid: Estimated

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3. Has the Disclosing Party retained any persons in connection with the Matter?

Yes

4. List below the names of all persons who are retained parties.

**Name:** Mr. Marty O'Malley  
**Anticipated/Retained:** Retained  
**Business Address:** 3400 West 111th Street  
# 159  
Chicago, IL 60655 United States  
**Relationship:** Consultant  
**Fees (\$\$ or %):** \$9,500/mo - contract has been terminated  
**Estimated/Paid:** Paid

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## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [Municipal Code Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

### B. FURTHER CERTIFICATIONS

1. Pursuant to [Municipal Code Chapter 1-23](#), Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows:



- i. neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

I certify the above to be true

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

3. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#) nor any [Agents](#) have, during the five years before the date this EDS is signed, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the five years before the date of

such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of [Municipal Code Section 2-92-610 \(Living Wage Ordinance\)](#).

I certify the above to be true

4. Neither the Disclosing Party, [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

5. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the [Specially Designated Nationals List](#), the [Denied Persons List](#), the [Unverified List](#), the [Entity List](#) and the [Debarred List](#).

I certify the above to be true

6. The Disclosing Party understands and shall comply with the applicable requirements of [Chapters 2-55 \(Legislative Inspector General\)](#), [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#) of the Municipal Code.

I certify the above to be true

7. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient.

None

#### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that, as defined in [Section 2-32-455\(b\) of the Municipal Code](#), the Disclosing Party

is not a "financial institution"

#### D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in [Chapter 2-156 of the Municipal Code](#) have the same meanings when used in this Part D.

1. In accordance with [Section 2-156-110 of the Municipal Code](#): Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

No

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies

during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

## **SECTION VI -- CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS**

Is the Matter federally funded? For the purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

No

## **SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, [Chapters 2-156](#) and [2-164](#) of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. A training program is available on line at [www.cityofchicago.org/city/en/depts/ethics.html](http://www.cityofchicago.org/city/en/depts/ethics.html), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void),

at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of [Chapter 1-23 of the Municipal Code](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [Chapter 1-23](#) and [Section 2-154-020 of the Municipal Code](#).

I acknowledge and consent to the above

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its [Affiliated Entities](#) delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

I certify the above to be true

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its [Affiliated Entities](#) will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal [Excluded Parties List System \("EPLS"\)](#) maintained by the U.S. General Services Administration.

I certify the above to be true

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such

contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

I certify the above to be true

## **FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS**

This question is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [Municipal Code Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

## ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

Redflex Traffic Systems, Inc. ("RTSI") is wholly owned by Redflex Holdings, LTD ("RHL"), a public corporation listed on the Australian Stock Exchange. RTSI has submitted a request to the Chicago Law Department requesting an exception for RHL as a publicly traded entity.

List of vendor attachments uploaded by City staff

None.

List of attachments uploaded by vendor

Explanation of shareholder holdings for Redflex Holdings, LTD

## CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City.

/s/ 01/29/2013

Tamara Dietrich

Director of Legislative Affairs

Redflex Traffic Systems, Inc

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



Please see the attached statement entitled "ASX Additional Information". The information contained in this list comes directly from RHL's shareholder registry and is generated from the Australian Stock Exchange ("ASX"), the regulatory agency under which RHL's publicly traded securities are listed and traded. This list will be published later this month in RHL's annual report filed with the ASX. The twenty largest holders of quoted equity securities is listed. As you can see, as of August 31, 2012, RHL has one direct holder of greater than 7.5%, JP Morgan Nominees Australia Limited ("JPM"). No other group or individual holds greater than 7.5% direct interest in RHL.

Pursuant to EDS Rule 2(e), attached is the most recent public filing in RHL's possession regarding JPM. JPM is an investment bank required to make periodic filings with the ASX. The most recent such filing in RHL's possession is attached for your reference. Listed on this Form S672 are all significant third party investors who have asked JPM to hold their shares in RHL on their behalf.

Please note that, as of August 31, 2012, RHL had (of record) 2,262 shareholders. It is a widely traded, public company on a heavily regulated and internationally regulated exchange, the ASX. Each and every day, the percentage ownership in RHL securities changes. Hence our wish to obtain a public company exception from the City of Chicago.

We believe that we have reasonably satisfied the purposes and intent of the EDS form requirements. RHL, as a publicly traded enterprise, is subject to strict regulatory and public filing requirements. Far more onerous scrutiny is placed on RHL than a privately held vendor seeking to do business with the City of Chicago. Similar public scrutiny is placed on RHL shareholders having greater than 7.5% ownership, far more than placed on private company shareholders. Public information relating to RHL, its business and its substantial equity transactions and related changes in significant shareholders is comprehensive and readily accessible by any individual. And it gets regularly updated as required by the ASX. As such, the City has a completely transparent perspective on RHL.

If you wish to independently confirm all that is stated above, please enter the stock symbol "RDF.AX" and all publicly filed forms and disclosures relating to RHL can be accessed. Furthermore, we will be happy to provide our Annual Report when filed later in September. It contains comprehensive and substantial information on RHL and RTSI.



	Holders	shares	Capital
1 - 1,000	474	227,282	0.21%
1,001 - 5,000	779	2,005,289	1.82%
5,001 - 10,000	329	2,416,797	2.19%
10,001 - 100,000	446	11,911,426	10.79%
100,001 - over	72	93,784,805	84.99%
	<b>2,100</b>	<b>110,345,599</b>	<b>100.00%</b>
Holding less than a marketable parcel of 250 shares @ \$2.00	162	12,133	

### Substantial Holders

Name	Ordinary Shares	% of Issued Capital
Macquarie Group Limited	13,281,905	12.04%
Mrs Elizabeth Cooper	10,932,914	9.91%
Investaco Pty Ltd	8,755,642	7.93%
Thorney Holdings	8,377,019	7.59%
Hunter Hall	8,230,292	7.46%
IOOF Holdings Limited	6,952,786	6.30%
Ms Cheng Man Oy	5,783,244	5.24%

### Twenty largest holders of quoted equity securities

Name	Shares Held	% of Issued Capital
J P Morgan Nominees Australia Limited	15,874,278	14.39%
Investaco Pty Ltd	8,257,587	7.48%
Thorney Holdings Pty Ltd	7,558,439	6.85%
Macquarie Radar Holdings Pty Limited	6,637,953	6.02%
Macquarie Special Situations Master Fund Limited	6,637,952	6.02%
Ms Cheng Man Oy	6,182,252	5.60%
Mrs Elizabeth Geraldine Cooper	5,217,884	4.73%
National Nominees Limited	4,985,968	4.52%
Blue Jade Pty Ltd	3,748,541	3.40%
HSBC Custody Nominees (Australia) Limited	3,316,482	3.01%
BNP Paribas Norms Pty Ltd <Master Cust. DRP>	2,470,698	2.24%
Vertex Bianca Nominees Pty Ltd <Superannuation Fund A/C>	2,149,944	1.95%
Mr Christopher Austin Cooper	1,750,054	1.59%
Mr Graham William Davie	1,706,470	1.55%
O'Connor Holdings Pty Ltd	1,571,215	1.42%
Coningsby Nominees Pty Ltd <Super Fund A/C>	1,415,668	1.28%
Macrhanish Pty Ltd	1,356,228	1.23%
Character Home Sales Pty Ltd <Character Home Sis Sup A/C>	697,212	0.63%
Investaco Pty Ltd <Ho Family A/C>	661,465	0.60%
Vertex Bianca Nominees Pty Ltd	657,906	0.60%
Top 20 Holders of Ordinary Fully Paid Shares	<b>82,854,196</b>	<b>75.09%</b>

Please find attached S672 report.

Regards,

JPMCS Client Admin | Direct Custody and Clearing | Treasury & Securities Services | J.P. Morgan Chase & Co.

**From:** Marilyn Stephens [mailto:marilyn.stephens@redflex.com.au]

**Sent:** Thursday, 28 June 2012 12:37 PM

**To:** Aus Settlements Local Agent

**Subject:** FW: 672 Notice - J P Morgan Nominees 2012-06-20.pdf - Adobe Acrobat Professional

I wonder if you can help me please.

I don't appear to have received a response to my attached request for disclosure.

For clarification, on the share register of Redflex Holdings Limited JP Morgan entities are appearing on the register as follows:

J P Morgan Nominees Australia Limited, Locked Bag 7, Royal Exchange NSW 1225

14,028,443 shares held

J P Morgan Nominees Australia Limited <Cash Income A/C>, Melbourne

8,999,074 shares held

The attached disclosure request was for the <Cash Income A/C>

I separately sent a request for disclosure regarding the 14 million shares, and have received a response on those.

**Marilyn Stephens**

Company Secretary

Redflex Holdings Limited

Desk: +61 3 9674 1712 Mobile: 0438 092 966

If you are not an authorised recipient of this e-mail, please contact me at Redflex immediately by return phone call or by email. In this case, you should not read, print, retransmit, store or act in reliance on this e-mail or any attachments, and should destroy all copies of them. This e-mail and any attachments are confidential and may contain privileged information and/or copyright material of Redflex or third parties. You should only retransmit, distribute or commercialise the material if you are authorised to do so. This notice should not be removed.

**From:** Marilyn Stephens

**Sent:** Wednesday, June 20, 2012 11:55 AM

**To:** 'aus.settlements.local.agent@jpmorgan.com'

**Subject:** 672 Notice - J P Morgan Nominees 2012-06-20.pdf - Adobe Acrobat Professional

Greetings

Please find attached Notice requesting disclosure under section 672A.

Cheers

Marilyn

This email is confidential and subject to important disclaimers and conditions including on offers for the purchase or sale of securities, accuracy and completeness of information, viruses, confidentiality, legal privilege, and legal entity disclaimers, available at <http://www.jpmao.com/pages/disclosures/email>.

Dear Sir / Madam,

**Response to s 672A Disclosure Notice**

We confirm receipt of your direction to make the disclosure required by s 672B of the *Corporations Act 2001 (the Act)* registered in the name of J.P. Morgan Nominees Australia Limited (*JPM Nominees*) and respond below.

We note that the registered holding of JPM Nominees in the Company may have changed since the date referred to above, and the information contained in this letter is given based on the circumstances prevailing as at that date unless otherwise indicated.

The securities to which the direction relates are held by JPM Nominees pursuant to custody agreements with the parties listed in the attached schedule.

Each party listed in the schedule is able to give instructions to JPM Nominees about the acquisition or disposal of the securities indicated in the schedule as being referable to it, and the exercise of any voting rights or other rights attaching to such securities, and therefore has a relevant interest in the relevant securities (as may certain of the relevant party's related bodies corporate). J.P. Morgan is not aware whether any other person has a relevant interest in the securities.

\*\*\*

We trust this answers all enquiries in your s 672A notice. If you have any further queries in relation to this response, please do not hesitate to contact me on 1800 025 790.

Yours faithfully,

Wendy Davies  
Head of TSS Client Service Melbourne & New Zealand  
J.P. Morgan Nominees Australia Limited

HISTORICAL CUSTODY POSITIONS - LIST OF HOLDERS IN A STOCK

No	BP ID NUM	BP ID NAM	SCA ID NUMBER	SCA ID NAME	COUNT	HOLDINGS	ADDRESS	
1	2483	SIX SIS LTD	2.483E+11	SIX SIS LTD TREATY ACCOUNT	CH	240000	BASLERSTRASSE 100	CH-4600 OLTE
2	2706	JP MORGAI	2.70601E+11	FIRST CLEARING LLC CLIENTS	OU	9933	IS NETWORK MANAGEMENT	5TH FLOOR 4
3	2706	JP MORGAI	2.70601E+11	STIFEL, NICHOLAUS AND US RES A/C	OU	3500	IS NETWORK MANAGEMENT	5TH FLOOR 4
4	2706	JP MORGAI	2.70602E+11	E TRADE CLEARING LLC SEG	OU	7876	IS NETWORK MANAGEMENT	5TH FLOOR 4
5	2706	JP MORGAI	2.70602E+11	SOUTHWEST SEC INC SEG	US	400	IS NETWORK MANAGEMENT	5TH FLOOR 4
6	2706	JP MORGAI	2.70602E+11	J.J.B HILLJARD W.L.LYONS LLC SEG	US	1000	IS NETWORK MANAGEMENT	5TH FLOOR 4
7	2706	JP MORGAI	2.70602E+11	VANGUARD MARKETING CORPORATION	US	365	IS NETWORK MANAGEMENT	5TH FLOOR 4
8	2706	JP MORGAI	2.70603E+11	JPMCB: MORGAN STANLEY INTL PLC-AU	GB	43005	IS NETWORK MANAGEMENT	5TH FLOOR 4
9	2706	JP MORGAI	2.70603E+11	JPMORGAN CHASE ITS LONDON CLIENTS ACCOUNT TO AMERITRADE	OU	36430	IS NETWORK MANAGEMENT	5TH FLOOR 4
10	3049	DEUTSCHE	3.049E+11	DEUTSCHE BANK AG LONDON PRIME BROKERAGE FULL TAX ACCO	OU	1098125	23 GREAT WINCHESTER STREET	LONDON EC2
11	4604	THORNEY I	4.604E+11	THORNEY HOLDINGS PTY LTD - NAB MARGIN LENDING ACCOUNT	AU	7558439	LEVEL 39	ANZ TOWER S
12	9999	J.P. MORG	9.99997E+11	DRP PROTECTION	AU	3	J.P. MORGAN NOMINEES AUSTRALIA LTD	LEVEL 21, 55 C
13	9999	J.P. MORG	9.99997E+11	SYDNEY RESEARCH TEAM	AU	1	J.P. MORGAN NOMINEES AUSTRALIA LTD	LEVEL 21, 55 C

\*\*\*END OF REPORT\*\*\*

TOTAL HOLDINGS

8999077

REQUIRED 19/06/2012  
 TOTAL NUM 13  
 REPORT ID CSVBP01  
 PRINTED BY E601053 ON Jun 29 2012 AT 9:13:0

J.P. MORGAN NOMINEES AUSTRALIA LTD  
 LEVEL 21  
 55 COLLINS STREET  
 MELBOURNE VIC 3000

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**      REPORT ID: RD857      DISCLOSURE LETTERS~INTRADAY
**      LETTERS GENERATED TO FULFIL GSS'S DUTY UNDER THE COMPANIES
**      ACT. SECTION 212 FOR STOCK REGISTERED FOR CHASE NOMINEES LTD
**
**      LOB:IST-COSMIC
**
**      RECIPIENT: AGSBO294    GSS - AGENT SERVICES
**      ZSPL CONVERSION ID
**
**      BOURNEMOUTH    BRF:MOBIUS HOUSE
**      BOX BO39
**
**      JOBNAM: PRISX45P
**
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COMPANY : JPMORGAN CHASE BANK

PACKET : REPORT GROUP FOR SPECIAL STATIONERY

RECIPIENT : AGSB0294

GSS - AGENT SERVICES  
ZSPL CONVERSION ID

BOURNEMOUTH BRF:MOBIUS HOUSE

**BOX B039**

DATE : 20/06/2012 TIME : 09.01.41

**CONTACT NUMBERS**

**General enquiries**

Bournemouth (CN 731) 2240

London Wall (CN 777) 3580

Trinity Tower (CN 777) 3580

**Missing reports**

Help Desk (CN 731)

**ViewDirect (Infopac) changes**

RMU (CN731) 1979 o

Email Etech Report Mgt Unit

#A00715003

Registered Office: 125 London Wall, London EC2Y 5AJ - Company number 248239



Redflex Holdings Limited

20 June 2012

FAX - 0061396993566

For the attention of The Company Secretary

Dear Sir/Madam,

Re: REDFLEX HOLDINGS NPV - As at 19 June 12

With reference to your letter and in accordance with your request, please be advised:-

1 ) The 14,030,438 shares are held on our behalf by JPMORGAN CHASE BANK, N.A solely in the capacity of a nominee. We, in turn also hold the shares solely in the capacity of a nominee.

2 ) 14,030,438 shares are held on behalf of the following:-  
Holdings --- Beneficial Owner Details ---

Holdings --- Administrator Details ----

5,618,174 HUNTER HALL VALUE GROWTH TRUST

LEVEL 2

60 CASTLEREAGH STREET

SYDNEY

NSW 2000

AUSTRALIA

Beneficial Owner ref : 106278

Designation of AUST FUNDS

(Ref: 86952)

5,618,174 LEVEL 2, 60 CASTLEREAGH STREET

SYDNEY NS 2000

AU

Registered Office: 125 London Wall, London EC2Y 5AJ - Company number 248239

-----  
NSW 2000 AUSTRALIA  
-----

1,514,797 HUNTER HALL AUSTRALIAN VALUE TRUST  
LEVEL 2  
60 CASTLEREAGH STREET  
SYDNEY  
NSW 2000  
AUSTRALIA  
Beneficial Owner ref : 106263  
Designation of AUST FUNDS

(Ref: 86954) 1,514,797 LEVEL 2, 60 CASTLEREAGH STREET  
  
SYDNEY  
AUSTRALIA  
2000  
-----

1,450,066 H.E.S.T. AUSTRALIA LIMITED  
LEVEL 20 CASSELDEN PLACE  
2 LONSDALE STREET  
MELBOURNE  
VICTORIA  
3000  
Beneficial Owner ref : 25473  
Designation of OMNI LEND A/C

(Ref: 69061) 1,450,066 ELLERSTON CAPITAL LIMITED  
LEVEL 11 179 ELIZABETH STREET  
SYDNEY NSW  
2000 AUSTRALIA  
-----

-----  
AU

415,865 ABU DHABI INVESTMENT AUTHORITY  
P.O. BOX 3600,  
ABU DHABI,  
UNITED ARAB EMIRATES.

Beneficial Owner ref : 2984  
Designation of T/E SOV GOVT L/A

(Ref: 37707) 310,182 68/F TWO INTERNATIONAL FINANCE  
CENTRE  
8 FINANCE STREET  
CENTRAL HONG KONG

(Ref: 68968) 105,683 NORTHERN TRUST  
50 BANK STREET CANARY WHARF  
LONDON  
E14 5NT  
UK  
-----

368,077 CHALLENGER MANAGED INVESTMENTS  
LIMITED AS THE RESPONSIBLE ENTITY  
FOR THE CHALLENGER SMALLER  
COMPANIES FUND  
LEVEL 41  
AURORA PLACE  
88 PHILLIP STREET  
SYDNEY NSW 2000  
AUSTRALIA  
Beneficial Owner ref : 97055  
Designation of AUST FUNDS

(Ref: 34492) 368,077 CHALLENGER FINANCIAL SVS  
LVL 41 AURORA PLACE  
88 PHILLIP STREET  
SYDNEY NSW 2007  
AUSTRALIA  
-----

251,244 ZURICH INVESTMENT MANAGEMENT  
LIMITED ATF ZURICH INVESTMENTS  
SMALL COMPANIES SCHEME  
5 BLUE STREET  
NORTH SYDNEY  
NSW 2060  
AUSTRALIA  
Beneficial Owner ref : 106267  
Designation of AUST FUNDS

(Ref: 56565) 251,244 ELLERSTON CAPITAL LIMITED  
54-58 PARK STREET  
SYDNEY  
NSW AUSTRALIA

239,547 VANGUARD TOTAL INTERNATIONAL STOCK  
INDEX FUND  
100 VANGUARD BLVD.  
MALVERN  
PA 19355  
USA  
Beneficial Owner ref : 101961  
Designation of VANGUARD BBH

(Ref: 51576) 239,547 THE VANGUARD GROUP INC  
PO BOX 1102 MAILSTOP A29  
VALLEY FORGE PA  
19355 UNITED STATES  
ATTN: CHRISTOPHER WIGHTMAN

NSW 2000  
ATT: ANDREW CAIRN

179,742 DIMENSIONAL AUSTRALIAN CORE EQUITY  
TRUST  
LEVEL 29,  
GATEWAY,  
1 MACQUARIE PLACE,  
SYDNEY NSW 2000  
AUSTRALIA  
Beneficial Owner ref : 99182  
Designation of OMNI LEND A/C

(Ref: 41663) 179,742 LEVEL 29 GATEWAY  
1 MACQUARIE PLACE  
SYDNEY  
NSW 2000  
AUSTRALIA

113,940 HUNTER HALL GLOBAL DEEP GREEN  
TRUST  
LEVEL 2  
60 CASTLEREAGH STREET  
SYDNEY  
NSW 2000  
AUSTRALIA  
Beneficial Owner ref : 106261  
Designation of AUST FUNDS

(Ref: 86955) 113,940 LEVEL 2, 60 CASTLEREAGH STREET  
SYDNEY  
AUSTRALIA  
2000

NSW 2000  
ATT: ANDREW CAIN

6,538 LUCRF PTY LTD AS TRUSTEE FOR THE  
LABOUR UNION CO-OPERATIVE  
RETIREMENT FUND  
833 BOURKE STREET  
DOCKLANDS VIC 3008  
AUSTRALIA

Beneficial Owner ref : 96112  
Designation of OMNI LEND A/C

(Ref: 84177) 6,538 ACADIAN ASSET MANAGEMENT  
(AUSTRALIA)  
LEVEL 40 AUSTRALIA SQUARE 264-278  
GEORGE STREET SYDNEY NSW  
2000 AUSTRALIA

6,351 VANGUARD INVESTMENT SERIES, PLC  
70 SIR JOHN ROGERSON'S QUAY  
DUBLIN 2  
IRELAND

Beneficial Owner ref : 91022  
Designation of OFFSHORE NT LEND

(Ref: 63374) 6,351 J.P. MORGAN ADMINISTRATION  
SERVICES (IRE JP MORGAN HOUSE  
INTERNATIONAL FINANCIAL SERVICES  
CENTRE IRELAND

AUSTRALIA  
3006

2,000 DIMENSIONAL AUSTRALIAN CORE EQUITY

TRUST  
LEVEL 29,  
GATEWAY,  
1 MACQUARIE PLACE,  
SYDNEY NSW 2000  
AUSTRALIA  
Beneficial Owner ref : 99182  
Designation of OMNI LOAN A/C

(Ref: 41663) 2,000 LEVEL 29 GATEWAY

1 MACQUARIE PLACE  
SYDNEY  
NSW 2000  
AUSTRALIA

9 J.P.MORGAN EUROPE LIMITED  
125 LONDON WALL  
LONDON  
EC2Y 5AJ  
UK  
Beneficial Owner ref : 107881  
Designation of AUST FUNDS

(Ref: 03148) 9 C/O THE CHASE MANHATTAN BANK

1 CHASESIDE  
BOURNEMOUTH  
DORSET  
ATTN: ANDREW MAXWELL.

ATTN: ANDREW MAXWELL

1 J.P.MORGAN EUROPE LIMITED  
125 LONDON WALL  
LONDON  
EC2Y 5AJ  
UK  
Beneficial Owner ref : 107881  
Designation of T/E LENDING A/C

(Ref: 03148) 1 C/O THE CHASE MANHATTAN BANK  
1 CHASESIDE  
BOURNEMOUTH  
DORSET  
ATTN: ANDREW MAXWELL

With regard to the voting rights or any other rights (if any) carried by the above mentioned shares, please be advised that we hold the shares as a Bare Trustee, and do not have any power to exercise these rights other than in accordance with the instruction of our customer or their agent.

Trusting the above meets with your requirements.

We remain  
Yours faithfully

For and on behalf of  
JPMORGAN CHASE BANK, NA

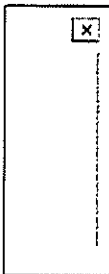




Thanks & Regards,

Manjunatha Veerabhadrapa  
Disclosure Team  
J P Morgan I Worldwide Securities Services I WSS Reconciliations  
E-mail: [disclosureteam@jpmorgan.com](mailto:disclosureteam@jpmorgan.com)  
Ph:- +91 80 66767388

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**From:** Marilyn Stephens [mailto:[marilyn.stephens@redflex.com.au](mailto:marilyn.stephens@redflex.com.au)]  
**Sent:** 22 June 2012 11:11  
**To:** DISCLOSURE TEAM  
**Subject:** FW: Disclosure request made on JP Morgan - Reflex Holdings Limited

Hi Manjunatha

I don't appear to have received the report yet. Could I have it by our Monday morning please?

Cheers

Marilyn

**Marilyn Stephens**  
Company Secretary  
Redflex Holdings Limited  
Desk: +61 3 9674 1712 Mobile: 0438 092 966

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**From:** Marilyn Stephens  
**Sent:** Thursday, June 21, 2012 8:56 AM

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**From:** disclosureteam@jpmchase.com [mailto:disclosureteam@jpmchase.com]  
**Sent:** Thursday, June 21, 2012 2:10 AM  
**To:** Marilyn Stephens  
**Subject:** Disclosure request made on JP Morgan - Rediflex Holdings Limited

Dear Marilyn,

We plan to send the requested JP Morgan disclosure to you later today by electronic encrypted email in PDF format.

The password to open the Attachment will be:-

Rediflex12, next month it will be Rediflex12, in Jan 2013 it will be Rediflex13 etc.

Please confirm the email address we should be sending it to e.g. [marilyn.stephens@rediflex.com.au](mailto:marilyn.stephens@rediflex.com.au)

Transmission is pending your response.

Note: rather than posting your requests to our address, please email the requests direct to us to help us help you.

Thanks & Regards,

Manjunatha Veerabhadrapa

Disclosure Team

JP Morgan I Worldwide Securities Services I WSS Reconciliations

E-mail: [disclosureteam@jpmorgan.com](mailto:disclosureteam@jpmorgan.com)

Ph:- +91 80 66767388

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**CITY OF CHICAGO  
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT  
Related to Contract/Amendment/Solicitation  
EDS # 35363**

**SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

Redflex Holdings, LTD

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity holding a direct or indirect interest in the  
Applicant

The Disclosing Party holds an interest in

Redflex Traffic Systems, Inc and EDS is 35362

B. Business address of the Disclosing Party:

31 Market Street  
South Melbourne, Victoria 3205  
Australia

C. Telephone:

623-207-2131

Fax:

D. Name of contact person:

Ms. Tamara Dietrich

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

#### 1. Indicate the nature of the Disclosing Party:

Publicly registered business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Australia

Registered to do business in the State of Illinois as a foreign entity?

No

### B. DISCLOSING PARTY IS A LEGAL ENTITY:

#### 1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

**Officer/Director:** Mr. Max Findlay

**Title:** Director

**Role:** Director

---

**Officer/Director:** Mrs. Karen Finley

**Title:** Director

**Role:** Director

---

**Officer/Director:** Mr. Robin Debernardi

**Title:** Director

**Role:** Officer

---

**Officer/Director:** Mr. Ian Davis

**Title:** Director

**Role:** Director

---

**Officer/Director:** Mr. Michael McConnell

**Title:** Director

**Role:** Director

-----  
**Officer/Director:** Mr. Ronald Johnson

**Title:** Treasurer

**Role:** Officer

-----  
**Officer/Director:** Ms. Marilyn Stephens

**Title:** Secretary

**Role:** Officer

-----  
**Officer/Director:** Mr. Robert DeVincenzi

**Title:** CEO / Director

**Role:** Both

## 2. Ownership Information

Please confirm ownership information concerning each person or entity having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Pursuant to Section 2-154-030 of the Municipal code of Chicago, the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/are listed below:

- Ms. Elizabeth Cooper - 9.91%
- Thorney Holdings PTY, Ltd - 7.59%
- Investaco Pty, LTD - 7.93%

## Owner Details

Name	Address
Investaco Pty, LTD	13 McKenna Road Glen Waverley, Victoria 3150 Australia
Ms. Elizabeth Cooper	31 Market Street

	South Melbourne, Victoria 3205
	Australia
Thorney Holdings	55 Collins Street
PTY, Ltd	Level 39
	Melbourne, Victoria 3000
	Australia

### **SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS**

Has the Disclosing Party had a "business relationship," as defined in [Chapter 2-156 of the Municipal Code](#), with any City elected official in the 12 months before the date this EDS is signed?

No

### **SECTION V -- CERTIFICATIONS**

#### **A. COURT-ORDERED CHILD SUPPORT COMPLIANCE**

Under [Municipal Code Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

#### **B. FURTHER CERTIFICATIONS**

1. Pursuant to [Municipal Code Chapter 1-23](#), Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows:

- i. neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and



- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

I certify the above to be true

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

3. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#) nor any [Agents](#) have, during the five years before the date this EDS is signed, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the five years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois,

- or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
  - c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
  - d. violated the provisions of [Municipal Code Section 2-92-610 \(Living Wage Ordinance\)](#).

I certify the above to be true

4. Neither the Disclosing Party, [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

5. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the [Specially Designated Nationals List](#), the [Denied Persons List](#), the [Unverified List](#), the [Entity List](#) and the [Debarred List](#).

I certify the above to be true

6. The Disclosing Party understands and shall comply with the applicable requirements of [Chapters 2-55 \(Legislative Inspector General\)](#), [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#) of the Municipal Code.

I certify the above to be true

7. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient.

None

#### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that, as defined in [Section 2-32-455\(b\) of the Municipal Code](#), the Disclosing Party

is not a "financial institution"

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

### **SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party

understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

- B. The City's Governmental Ethics and Campaign Financing Ordinances, [Chapters 2-156](#) and [2-164](#) of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. A training program is available on line at [www.cityofchicago.org/city/en/depts/ethics.html](http://www.cityofchicago.org/city/en/depts/ethics.html), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of [Chapter 1-23 of the Municipal Code](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [Chapter 1-23](#) and [Section 2-154-020 of the Municipal Code](#).

I acknowledge and consent to the above

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its [Affiliated Entities](#) delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

I certify the above to be true

## **FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS**

This question is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [Municipal Code Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

## **ADDITIONAL INFO**

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

Redflex Holdings, LTD is a public corporation listed on the Australian Stock Exchange. The Company has submitted a request to the Chicago Law Department requesting an exception to certain disclosure requirements as a publicly traded entity.

List of attachments uploaded by vendor

Explanation of Redflex Holdings, LTD. shareholder structure

## **CERTIFICATION**

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City.

/s/ 01/30/2013

Ms. Tamara Dietrich  
Director of Legislative Affairs  
Redflex Holdings, LTD

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



Please see the attached statement entitled "ASX Additional Information". The information contained in this list comes directly from RHL's shareholder registry and is generated from the Australian Stock Exchange ("ASX"), the regulatory agency under which RHL's publicly traded securities are listed and traded. This list will be published later this month in RHL's annual report filed with the ASX. The twenty largest holders of quoted equity securities is listed. As you can see, as of August 31, 2012, RHL has one direct holder of greater than 7.5%, JP Morgan Nominees Australia Limited ("JPM"). No other group or individual holds greater than 7.5% direct interest in RHL.

Pursuant to EDS Rule 2(e), attached is the most recent public filing in RHL's possession regarding JPM. JPM is an investment bank required to make periodic filings with the ASX. The most recent such filing in RHL's possession is attached for your reference. Listed on this Form S672 are all significant third party investors who have asked JPM to hold their shares in RHL on their behalf.

Please note that, as of August 31, 2012, RHL had (of record) 2,262 shareholders. It is a widely traded, public company on a heavily regulated and internationally regulated exchange, the ASX. Each and every day, the percentage ownership in RHL securities changes. Hence our wish to obtain a public company exception from the City of Chicago.

We believe that we have reasonably satisfied the purposes and intent of the EDS form requirements. RHL, as a publicly traded enterprise, is subject to strict regulatory and public filing requirements. Far more onerous scrutiny is placed on RHL than a privately held vendor seeking to do business with the City of Chicago. Similar public scrutiny is placed on RHL shareholders having greater than 7.5% ownership, far more than placed on private company shareholders. Public information relating to RHL, its business and its substantial equity transactions and related changes in significant shareholders is comprehensive and readily accessible by any individual. And it gets regularly updated as required by the ASX. As such, the City has a completely transparent perspective on RHL.

If you wish to independently confirm all that is stated above, please enter the stock symbol "RDF.AX" and all publicly filed forms and disclosures relating to RHL can be accessed. Furthermore, we will be happy to provide our Annual Report when filed later in September. It contains comprehensive and substantial information on RHL and RTSI.

	Holders	shares	Capital
1 – 1,000	474	227,282	0.21%
1,001 – 5,000	779	2,005,289	1.82%
5,001 – 10,000	329	2,416,797	2.19%
10,001 – 100,000	446	11,911,426	10.79%
100,001 – over	72	93,784,805	84.99%
	<b>2,100</b>	<b>110,345,599</b>	<b>100.00%</b>
Holding less than a marketable parcel of 250 shares @ \$2.00	162	12,133	

### Substantial Holders

Name	Ordinary Shares	% of Issued Capital
Macquarie Group Limited	13,281,905	12.04%
Mrs Elizabeth Cooper	10,932,914	9.91%
Investaco Pty Ltd	8,755,642	7.93%
Thorney Holdings	8,377,019	7.59%
Hunter Hall	8,230,292	7.46%
IOOF Holdings Limited	6,952,786	6.30%
Ms Cheng Man Oy	5,783,244	5.24%

### Twenty largest holders of quoted equity securities

Name	Shares Held	% of Issued Capital
J P Morgan Nominees Australia Limited	15,874,278	14.39%
Investaco Pty Ltd	8,257,587	7.48%
Thorney Holdings Pty Ltd	7,558,439	6.85%
Macquarie Radar Holdings Pty Limited	6,637,953	6.02%
Macquarie Special Situations Master Fund Limited	6,637,952	6.02%
Ms Cheng Man Oy	6,182,252	5.60%
Mrs Elizabeth Geraldine Cooper	5,217,884	4.73%
National Nominees Limited	4,985,968	4.52%
Blue Jade Pty Ltd	3,748,541	3.40%
HSBC Custody Nominees (Australia) Limited	3,316,482	3.01%
BNP Paribas Norms Pty Ltd <Master Cust. DRP>	2,470,698	2.24%
Vertex Bianca Nominees Pty Ltd <Superannuation Fund A/C>	2,149,944	1.95%
Mr Christopher Austin Cooper	1,750,054	1.59%
Mr Graham William Davie	1,706,470	1.55%
O'Connor Holdings Pty Ltd	1,571,215	1.42%
Coningsby Nominees Pty Ltd <Super Fund A/C>	1,415,668	1.28%
Macrhanish Pty Ltd	1,356,228	1.23%
Character Home Sales Pty Ltd <Character Home Sis Sup A/C>	697,212	0.63%
Investaco Pty Ltd <Ho Family A/C>	661,465	0.60%
Vertex Bianca Nominees Pty Ltd	657,906	0.60%
Top 20 Holders of Ordinary Fully Paid Shares	<b>82,854,196</b>	<b>75.09%</b>



Please find attached S672 report.

Regards,

JPMCS Client Admin | Direct Custody and Clearing | Treasury & Securities Services | J.P. Morgan Chase & Co.

**From:** Marilyn Stephens [mailto:marilyn.stephens@redflex.com.au]

**Sent:** Thursday, 28 June 2012 12:37 PM

**To:** Aus Settlements Local Agent

**Subject:** FW: 672 Notice - J P Morgan Nominees 2012-06-20.pdf - Adobe Acrobat Professional

I wonder if you can help me please.

I don't appear to have received a response to my attached request for disclosure.

For clarification, on the share register of Redflex Holdings Limited JP Morgan entities are appearing on the register as follows:

J P Morgan Nominees Australia Limited, Locked Bag 7, Royal Exchange NSW 1225

14,028,443 shares held

J P Morgan Nominees Australia Limited <Cash Income A/C>, Melbourne

8,999,074 shares held

The attached disclosure request was for the <Cash Income A/C>

I separately sent a request for disclosure regarding the 14 million shares, and have received a response on those.

**Marilyn Stephens**

Company Secretary

Redflex Holdings Limited

Desk: +61 3 9674 1712 Mobile: 0438 092 966

If you are not an authorised recipient of this e-mail, please contact me at Redflex immediately by return phone call or by email. In this case, you should not read, print, retransmit, store or act in reliance on this e-mail or any attachments, and should destroy all copies of them. This e-mail and any attachments are confidential and may contain privileged information and/or copyright material of Redflex or third parties. You should only retransmit, distribute or commercialise the material if you are authorised to do so. This notice should not be removed.

**From:** Marilyn Stephens

**Sent:** Wednesday, June 20, 2012 11:55 AM

**To:** 'aus.settlements.local.agent@jpmorgan.com'

**Subject:** 672 Notice - J P Morgan Nominees 2012-06-20.pdf - Adobe Acrobat Professional

Greetings

Please find attached Notice requesting disclosure under section 672A.

Cheers

Marilyn

This email is confidential and subject to important disclaimers and conditions including on offers for the purchase or sale of securities, accuracy and completeness of information, viruses, confidentiality, legal privilege, and legal entity disclaimers, available at <http://www.jpmao.com/pages/disclosures/email>.

Dear Sir / Madam,

**Response to s 672A Disclosure Notice**

We confirm receipt of your direction to make the disclosure required by s 672B of the *Corporations Act 2001 (the Act)* registered in the name of J.P. Morgan Nominees Australia Limited (*JPM Nominees*) and respond below.

We note that the registered holding of JPM Nominees in the Company may have changed since the date referred to above, and the information contained in this letter is given based on the circumstances prevailing as at that date unless otherwise indicated.

The securities to which the direction relates are held by JPM Nominees pursuant to custody agreements with the parties listed in the attached schedule.

Each party listed in the schedule is able to give instructions to JPM Nominees about the acquisition or disposal of the securities indicated in the schedule as being referable to it, and the exercise of any voting rights or other rights attaching to such securities, and therefore has a relevant interest in the relevant securities (as may certain of the relevant party's related bodies corporate). J.P. Morgan is not aware whether any other person has a relevant interest in the securities.

\*\*\*

We trust this answers all enquiries in your s 672A notice. If you have any further queries in relation to this response, please do not hesitate to contact me on 1800 025 790.

Yours faithfully,

Wendy Davies  
Head of TSS Client Service Melbourne & New Zealand  
J.P. Morgan Nominees Australia Limited

HISTORICAL CUSTODY POSITIONS - LIST OF HOLDERS IN A STOCK

No	BP ID NUM	BP ID NAM	SCA ID NUMBER	SCA ID NAME	COUNT	HOLDINGS	ADDRESS
1	2483	SIX SIS LTD	2.483E+11	SIX SIS LTD TREATY ACCOUNT	CH	240000	BASLERSTRASSE 100
2	2706	JP MORGAN	2.70601E+11	FIRST CLEARING LLC CLIENTS	OU	9933	IS NETWORK MANAGEMENT
3	2706	JP MORGAN	2.70601E+11	STIFEL, NICHOLAUS AND US RES A/C	OU	3500	IS NETWORK MANAGEMENT
4	2706	JP MORGAN	2.70602E+11	E TRADE CLEARING LLC SEG	OU	7876	IS NETWORK MANAGEMENT
5	2706	JP MORGAN	2.70602E+11	SOUTHWEST SEC INC SEG	US	400	IS NETWORK MANAGEMENT
6	2706	JP MORGAN	2.70602E+11	J.J.B HILLIARD W.L.LYONS LLC SEG	US	1000	IS NETWORK MANAGEMENT
7	2706	JP MORGAN	2.70602E+11	VANGUARD MARKETING CORPORATION	US	365	IS NETWORK MANAGEMENT
8	2706	JP MORGAN	2.70603E+11	JPMCB: MORGAN STANLEY INTL PLC-AU	GB	43005	IS NETWORK MANAGEMENT
9	2706	JP MORGAN	2.70603E+11	JPMORGAN CHASE ITS LONDON CLIENTS ACCOUNT TO AMERITRADE	OU	36430	IS NETWORK MANAGEMENT
10	3049	DEUTSCHE	3.049E+11	DEUTSCHE BANK AG LONDON PRIME BROKERAGE FULL TAX ACCO	OU	1098125	23 GREAT WINCHESTER STREET
11	4604	THORNEY I	4.604E+11	THORNEY HOLDINGS PTY LTD - NAB MARGIN LENDING ACCOUNT	AU	7558439	LEVEL 39
12	9999	J.P. MORGAN	9.99997E+11	DRP PROTECTION	AU	3	J.P. MORGAN NOMINEES AUSTRALIA LTD
13	9999	J.P. MORGAN	9.99997E+11	SYDNEY RESEARCH TEAM	AU	1	J.P. MORGAN NOMINEES AUSTRALIA LTD
***END OF REPORT***					TOTAL HOLDINGS		8999077

REQUIRED 19/06/2012  
TOTAL NUM 13  
REPORT ID CSVBP01  
PRINTED BY E601053 ON Jun 29 2012 AT 9:13:0

J.P. MORGAN NOMINEES AUSTRALIA LTD  
LEVEL 21  
55 COLLINS STREET  
MELBOURNE VIC 3000

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**      ACT. SECTION 212 FOR STOCK REGISTERED FOR CHASE NOMINEES LTD
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**      LOB:IST-COSMIC
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**      RECIPIENT: AGSB0294    GSS - AGENT SERVICES
**      ZSPL CONVERSION ID
**
**      BOURNEMOUTH    BRF:MOBIUS HOUSE
**      BOX B039
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**      JOBNAME: PRISX45P
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COMPANY : JPMORGAN CHASE BANK

PACKET : REPORT GROUP FOR SPECIAL STATIONERY

RECIPIENT : AGSB0294

GSS - AGENT SERVICES  
ZSPL CONVERSION ID

BOURNEMOUTH BRF:MOBIUS HOUSE

**BOX B039**

DATE : 20/06/2012 TIME : 09.01.41

**CONTACT NUMBERS**

**General enquiries**

Bournemouth (CN 731) 2240

London Wall (CN 777) 3580

Trinity Tower (CN 777) 3580

**Missing reports**

Help Desk (CN 731)

**ViewDirect (Infopac) changes**

RMU (CN731) 1979 o

Email Etech Report Mgt Unit

#A00715003

Registered Office: 125 London Wall, London EC2Y 5AJ - Company number 248239

Redflex Holdings Limited

20 June 2012

FAX - 0061396993566

For the attention of The Company Secretary

Dear Sir/Madam,

Re: REDFLEX HOLDINGS NPV - As at 19 June 12

With reference to your letter and in accordance with your request, please be advised:-

1 ) The 14,030,438 shares are held on our behalf by JPMORGAN CHASE BANK, N.A solely in the capacity of a nominee. We, in turn also hold the shares solely in the capacity of a nominee.

2 ) 14,030,438 shares are held on behalf of the following:-  
Holdings --- Beneficial Owner Details ---

Holdings --- Administrator Details ----

5,618,174 HUNTER HALL VALUE GROWTH TRUST

LEVEL 2

60 CASTLEREAGH STREET

SYDNEY

NSW 2000

AUSTRALIA

Beneficial Owner ref : 106278

Designation of AUST FUNDS

(Ref: 86952)

5,618,174 LEVEL 2, 60 CASTLEREAGH STREET

SYDNEY NS 2000

AU

Registered Office: 125 London Wall, London EC2Y 5AJ - Company number 248239



-----  
NSW 2000 AUSTRALIA  
-----

1,514,797 HUNTER HALL AUSTRALIAN VALUE TRUST  
LEVEL 2  
60 CASTLEREAGH STREET  
SYDNEY  
NSW 2000  
AUSTRALIA  
Beneficial Owner ref : 106263  
Designation of AUST FUNDS

(Ref: 86954) 1,514,797 LEVEL 2, 60 CASTLEREAGH STREET  
SYDNEY  
AUSTRALIA  
2000  
-----

1,450,066 H.E.S.T. AUSTRALIA LIMITED  
LEVEL 20 CASSELDEN PLACE  
2 LONSDALE STREET  
MELBOURNE  
VICTORIA  
3000  
Beneficial Owner ref : 25473  
Designation of OMNI LEND A/C

(Ref: 69061) 1,450,066 ELLERSTON CAPITAL LIMITED  
LEVEL 11 179 ELIZABETH STREET  
SYDNEY NSW  
2000 AUSTRALIA  
-----

-----  
AU

415,865 ABU DHABI INVESTMENT AUTHORITY  
P.O. BOX 3600,  
ABU DHABI,  
UNITED ARAB EMIRATES.

Beneficial Owner ref : 2984  
Designation of T/E SOV GOVT L/A

(Ref: 37707) 310,182 68/F TWO INTERNATIONAL FINANCE  
CENTRE  
8 FINANCE STREET  
CENTRAL HONG KONG

(Ref: 68968) 105,683 NORTHERN TRUST  
50 BANK STREET CANARY WHARF  
LONDON  
E14 5NT  
UK  
-----

368,077 CHALLENGER MANAGED INVESTMENTS  
LIMITED AS THE RESPONSIBLE ENTITY  
FOR THE CHALLENGER SMALLER  
COMPANIES FUND  
LEVEL 41  
AURORA PLACE  
88 PHILLIP STREET  
SYDNEY NSW 2000  
AUSTRALIA  
Beneficial Owner ref : 97055  
Designation of AUST FUNDS

(Ref: 34492) 368,077 CHALLENGER FINANCIAL SVS  
LVL 41 AURORA PLACE  
88 PHILLIP STREET  
SYDNEY NSW 2007  
AUSTRALIA  
-----

251,244 ZURICH INVESTMENT MANAGEMENT  
LIMITED ATF ZURICH INVESTMENTS  
SMALL COMPANIES SCHEME  
5 BLUE STREET  
NORTH SYDNEY  
NSW 2060  
AUSTRALIA  
Beneficial Owner ref : 106267  
Designation of AUST FUNDS

(Ref: 56565) 251,244 ELLERSTON CAPITAL LIMITED  
54-58 PARK STREET  
SYDNEY  
NSW AUSTRALIA

239,547 VANGUARD TOTAL INTERNATIONAL STOCK  
INDEX FUND  
100 VANGUARD BLVD.  
MALVERN  
PA 19355  
USA  
Beneficial Owner ref : 101961  
Designation of VANGUARD BBH

(Ref: 51576) 239,547 THE VANGUARD GROUP INC  
PO BOX 1102 MAILSTOP A29  
VALLEY FORGE PA  
19355 UNITED STATES  
ATTN: CHRISTOPHER WIGHTMAN

NSW 2000  
ATT: ANDREW CAIN

179,742 DIMENSIONAL AUSTRALIAN CORE EQUITY  
TRUST  
LEVEL 29,  
GATEWAY,  
1 MACQUARIE PLACE,  
SYDNEY NSW 2000  
AUSTRALIA  
Beneficial Owner ref : 99182  
Designation of OMNI LEND A/C

(Ref: 41663) 179,742 LEVEL 29 GATEWAY  
1 MACQUARIE PLACE  
SYDNEY  
NSW 2000  
AUSTRALIA

113,940 HUNTER HALL GLOBAL DEEP GREEN  
TRUST  
LEVEL 2  
60 CASTLEREAGH STREET  
SYDNEY  
NSW 2000  
AUSTRALIA  
Beneficial Owner ref : 106261  
Designation of AUST FUNDS

(Ref: 86955) 113,940 LEVEL 2, 60 CASTLEREAGH STREET  
SYDNEY  
AUSTRALIA  
2000

NSW 2000  
ATT: ANDREW CAIN

6,538 LUCRF PTY LTD AS TRUSTEE FOR THE  
LABOUR UNION CO-OPERATIVE  
RETIREMENT FUND  
833 BOURKE STREET  
DOCKLANDS VIC 3008  
AUSTRALIA

Beneficial Owner ref : 96112  
Designation of OMNI LEND A/C

(Ref: 84177) 6,538 ACADIAN ASSET MANAGEMENT  
(AUSTRALIA)  
LEVEL 40 AUSTRALIA SQUARE 264-278  
GEORGE STREET SYDNEY NSW  
2000 AUSTRALIA

6,351 VANGUARD INVESTMENT SERIES, PLC  
70 SIR JOHN ROGERSON'S QUAY  
DUBLIN 2  
IRELAND

Beneficial Owner ref : 91022  
Designation of OFFSHORE NT LEND

(Ref: 63374) 6,351 J.P. MORGAN ADMINISTRATION  
SERVICES (IRE JP MORGAN HOUSE  
INTERNATIONAL FINANCIAL SERVICES  
CENTRE IRELAND

AUSTRALIA  
3006

2,000 DIMENSIONAL AUSTRALIAN CORE EQUITY

TRUST  
LEVEL 29,  
GATEWAY,  
1 MACQUARIE PLACE,  
SYDNEY NSW 2000  
AUSTRALIA  
Beneficial Owner ref : 99182  
Designation of OMNI LOAN A/C

(Ref: 41663) 2,000 LEVEL 29 GATEWAY

1 MACQUARIE PLACE  
SYDNEY  
NSW 2000  
AUSTRALIA

9 J.P.MORGAN EUROPE LIMITED  
125 LONDON WALL  
LONDON  
EC2Y 5AJ  
UK  
Beneficial Owner ref : 107881  
Designation of AUST FUNDS

(Ref: 03148) 9 C/O THE CHASE MANHATTAN BANK

1 CHASESIDE  
BOURNEMOUTH  
DORSET  
ATTN: ANDREW MAXWELL.

ATTN: ANDREW MAXWELL

1 J.P.MORGAN EUROPE LIMITED  
125 LONDON WALL  
LONDON  
EC2Y 5AJ  
UK  
Beneficial Owner ref : 107881  
Designation of T/E LENDING A/C

(Ref: 03148) 1 C/O THE CHASE MANHATTAN BANK  
1 CHASESIDE  
BOURNEMOUTH  
DORSET  
ATTN: ANDREW MAXWELL

With regard to the voting rights or any other rights (if any) carried by the above mentioned shares, please be advised that we hold the shares as a Bare Trustee, and do not have any power to exercise these rights other than in accordance with the instruction of our customer or their agent.

Trusting the above meets with your requirements.

We remain  
Yours faithfully

For and on behalf of  
JPMORGAN CHASE BANK, NA

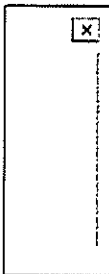




Thanks & Regards,

Manjunatha Veerabhadrapa  
Disclosure Team  
J P Morgan I Worldwide Securities Services I WSS Reconciliations  
E-mail: [disclosureteam@jpmorgan.com](mailto:disclosureteam@jpmorgan.com)  
Ph:- +91 80 66767388

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**From:** Marilyn Stephens [mailto:[marilyn.stephens@redflex.com.au](mailto:marilyn.stephens@redflex.com.au)]  
**Sent:** 22 June 2012 11:11  
**To:** DISCLOSURE TEAM  
**Subject:** FW: Disclosure request made on JP Morgan - Reflex Holdings Limited

Hi Manjunatha

I don't appear to have received the report yet. Could I have it by our Monday morning please?

Cheers

Marilyn

**Marilyn Stephens**  
Company Secretary  
Redflex Holdings Limited  
Desk: +61 3 9674 1712 Mobile: 0438 092 966

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**From:** Marilyn Stephens  
**Sent:** Thursday, June 21, 2012 8:56 AM

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**From:** disclosureteam@jpmchase.com [mailto:disclosureteam@jpmchase.com]  
**Sent:** Thursday, June 21, 2012 2:10 AM  
**To:** Marilyn Stephens  
**Subject:** Disclosure request made on JP Morgan - Rediflex Holdings Limited

Dear Marilyn,

We plan to send the requested JP Morgan disclosure to you later today by electronic encrypted email in PDF format.

The password to open the Attachment will be:-

Rediflex12, next month it will be Rediflex12, in Jan 2013 it will be Rediflex13 etc.

Please confirm the email address we should be sending it to e.g. [marilyn.stephens@rediflex.com.au](mailto:marilyn.stephens@rediflex.com.au)

Transmission is pending your response.

Note: rather than posting your requests to our address, please email the requests direct to us to help us help you.

Thanks & Regards,

Manjunatha Veerabhadrapa

Disclosure Team

JP Morgan I Worldwide Securities Services I WSS Reconciliations

E-mail: [disclosureteam@jpmorgan.com](mailto:disclosureteam@jpmorgan.com)

Ph:- +91 80 66767388

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**CITY OF CHICAGO**  
**ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT**  
**Related to Contract/Amendment/Solicitation**  
**EDS # 37466**

**SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

Thorney Holdings PTY, Ltd

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity holding a direct or indirect interest in the  
Applicant

The Disclosing Party holds an interest in

Redflex Traffic Systems, Inc and EDS is 35362

B. Business address of the Disclosing Party:

55 Collins Street  
Level 39  
Melbourne, Victoria 3000  
Australia

C. Telephone:

+61399217140

Fax:

D. Name of contact person:

Mr. Peter Landos

**SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

**A. NATURE OF THE DISCLOSING PARTY**

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Australia

Registered to do business in the State of Illinois as a foreign entity?

No

**B. DISCLOSING PARTY IS A LEGAL ENTITY:**

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

**Officer/Director:** Mr. Alexander Waislitz

**Title:**

**Role:** Director

-----  
**Officer/Director:** Mrs. Heloise Waislitz

**Title:**

**Role:** Director

-----  
**Officer/Director:** Mr. Ashley West

**Title:**

**Role:** Director

-----  
2. Ownership Information

Please confirm ownership information concerning each person or entity having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Pursuant to Section 2-154-030 of the Municipal code of Chicago, the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/are listed below:

There are no owners with greater than 7.5 percent ownership in the Disclosing Party.

### **SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS**

Has the Disclosing Party had a "business relationship," as defined in [Chapter 2-156 of the Municipal Code](#), with any City elected official in the 12 months before the date this EDS is signed?

No

### **SECTION V -- CERTIFICATIONS**

#### **A. COURT-ORDERED CHILD SUPPORT COMPLIANCE**

Under [Municipal Code Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

#### **B. FURTHER CERTIFICATIONS**

1. Pursuant to [Municipal Code Chapter 1-23](#), Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows:

- i. neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

I certify the above to be true

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

3. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#) nor any [Agents](#) have, during the five years before the date this EDS is signed, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the five years before the date of

such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of [Municipal Code Section 2-92-610 \(Living Wage Ordinance\)](#).

I certify the above to be true

4. Neither the Disclosing Party, [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

5. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the [Specially Designated Nationals List](#), the [Denied Persons List](#), the [Unverified List](#), the [Entity List](#) and the [Debarred List](#).

I certify the above to be true

6. The Disclosing Party understands and shall comply with the applicable requirements of [Chapters 2-55 \(Legislative Inspector General\)](#), [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#) of the Municipal Code.

I certify the above to be true



7. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient.

None

#### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that, as defined in [Section 2-32-455\(b\) of the Municipal Code](#), the Disclosing Party

is not a "financial institution"

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

### **SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, [Chapters 2-156](#) and [2-164](#) of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. A training program is available on line at [www.cityofchicago.org/city/en/depts/ethics.html](http://www.cityofchicago.org/city/en/depts/ethics.html), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of [Chapter 1-23 of the Municipal Code](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein

regarding eligibility must be kept current for a longer period, as required by [Chapter 1-23](#) and [Section 2-154-020 of the Municipal Code](#).

I acknowledge and consent to the above

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its [Affiliated Entities](#) delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

I certify the above to be true

## **FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS**

This question is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [Municipal Code Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

N/A because the Disclosing party is not the Applicant nor has a direct ownership interest.

## **ADDITIONAL INFO**

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

The Disclosing Party holds ordinary shares in Redflex Holdings Limited, a listed company on the Australian Stock Exchange. The Applicant, Redflex Traffic Systems, Inc., is a wholly-owned subsidiary of Redflex Holdings Limited.

List of attachments uploaded by vendor

None.

## **CERTIFICATION**

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City.

/s/ 01/28/2013

Mr. Peter Landos

Chief Operating Officer

Thorney Holdings PTY, Ltd

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



**CITY OF CHICAGO**  
**ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT**  
**Related to Contract/Amendment/Solicitation**  
**EDS # 40633**

**SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

Investaco Pty, LTD

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity holding a direct or indirect interest in the  
Applicant

The Disclosing Party holds an interest in

Redflex Traffic Systems, Inc and EDS is 35362

B. Business address of the Disclosing Party:

13 McKenna Road  
Glen Waverley, Victoria 3150  
Australia

C. Telephone:

+61418178211

Fax:

D. Name of contact person:

Mr. christopher cooper

**SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

**A. NATURE OF THE DISCLOSING PARTY**

1. Indicate the nature of the Disclosing Party:

Limited liability company

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

australia

Registered to do business in the State of Illinois as a foreign entity?

No

**B. DISCLOSING PARTY IS A LEGAL ENTITY:**

1.a.2 Does the Disclosing Party have any officers?

Yes

1.a.4 List below the full names and titles of all executive officers of the entity.

**Officer:** Mr. Man Ho Ho

**Title:** Director

**Role:** Officer

-----  
**Officer:** Mr. Sidney Sai-Leung Ho

**Title:** Secretary and Director

**Role:** Officer

-----  
**Officer:** Ms. Elizabeth Mary Wielgosz

**Title:** Director and Secretary

**Role:** Officer  
-----

**B. CERTIFICATION REGARDING Controlling Interest**

1.b.1 Are there any individuals who control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

Yes

1.b.2 List all general partners, managing members, managers, and any others who control the day-to-day management of the Disclosing Party. Don't include any legal entities in this answer- these will be named later:

**Name:** Mr. Sidney Sai-Leung Ho

**Title:** Secretary

1.b.3 Are there any legal entities that control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

No

## 2. Ownership Information

Please confirm ownership information concerning each person or entity having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Pursuant to Section 2-154-030 of the Municipal code of Chicago, the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/are listed below:

There are no owners with greater than 7.5 percent ownership in the Disclosing Party.

## SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in [Chapter 2-156 of the Municipal Code](#), with any City elected official in the 12 months before the date this EDS is signed?

No

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [Municipal Code Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

## B. FURTHER CERTIFICATIONS

1. Pursuant to [Municipal Code Chapter 1-23](#), Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows:

- i. neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

I certify the above to be true

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;



- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

3. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#) nor any [Agents](#) have, during the five years before the date this EDS is signed, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the five years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of [Municipal Code Section 2-92-610 \(Living Wage Ordinance\)](#).

I certify the above to be true

4. Neither the Disclosing Party, [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

5. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the [Specially Designated Nationals List](#), the [Denied Persons List](#), the [Unverified List](#), the [Entity List](#) and the [Debarred List](#).

I certify the above to be true

6. The Disclosing Party understands and shall comply with the applicable requirements of [Chapters 2-55 \(Legislative Inspector General\)](#), [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#) of the Municipal Code.

I certify the above to be true

7. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient.

None

### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that, as defined in [Section 2-32-455\(b\) of the Municipal Code](#), the Disclosing Party

is a "financial institution"

The Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in [Chapter 2-32 of the Municipal Code](#). We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in [Chapter 2-32 of the Municipal Code](#). We understand that becoming a predatory lender or becoming an affiliate of

a predatory lender may result in the loss of the privilege of doing business with the City."

The Disclosing Party

makes the above pledge

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

### **SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, [Chapters 2-156](#) and [2-164](#) of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. A training program is available on line at [www.cityofchicago.org/city/en/depts/ethics.html](http://www.cityofchicago.org/city/en/depts/ethics.html), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of [Chapter 1-23 of the Municipal Code](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [Chapter 1-23](#) and [Section 2-154-020 of the Municipal Code](#).

I acknowledge and consent to the above

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its [Affiliated Entities](#) delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

I certify the above to be true

## **FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS**

This question is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [Municipal Code Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

## **ADDITIONAL INFO**

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None .

### **CERTIFICATION**

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City.

/s/ 01/23/2013

Mr. christopher cooper

Corporate Secretary

Investaco Pty, LTD

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.